

\$15.00

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

November 12 1990

AIRBORNE EXPRESS

0-317A004

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 8099F FILED 1425

NOV 13 1990 -3 00 PM

Re: Missouri Pacific Railroad Equipment Trust Series RR

Dear Mr. Strickland:

Enclosed please find an original and two counterparts of the document described below, which are to be recorded pursuant to 49 U.S.C. §11303.

The document is a Bill of Sale and Declaration of Payment, dated as of November 5, 1990, by Chemical Bank as Trustee under the above-captioned Equipment Trust Agreement, consenting that the record of its title to the equipment covered by such Equipment Trust Agreement be cancelled and discharged. The Equipment Trust Agreement is recorded under Recordation No. 8099.

I have enclosed a fee of \$15. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Sincerely,

Jack E. Jerrett

JEJ:ccm
Enclosures
cc: Robert E. Bartos

RECORDED
NOV 13 1990
FBI - WASH DC

Interstate Commerce Commission
Washington, D.C. 20423

Jack E. Jerrett

OFFICE OF THE SECRETARY

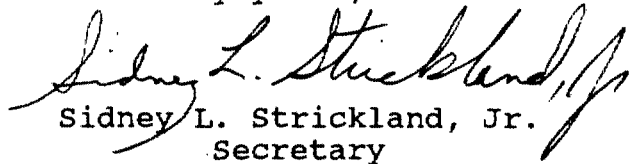
11/16/90

Jack E. Jerrett
Union Pacific Corporation
Martin Tower Eighth & Eason Avenue
Bethlehem ,PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/13/90 at 3:05pm , and assigned recordation number(s). 8099-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE
AND
DECLARATION OF PAYMENT

8099 F
RECORDATION NO. 8099, FILED 11/13/90
NOV 13 1990 3 00 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Missouri Pacific Railroad Company, a Delaware corporation (the "Company"), and Chemical Bank, a New York corporation, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of November 1, 1975, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on November 3, 1975 and assigned Recordation No. 8099; a Supplemental Agreement, dated as of December 10, 1975, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on December 15, 1975 and assigned Recordation No. 8099-A; a Supplemental Agreement, dated as of June 19, 1978, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 27, 1978 and assigned Recordation No. 8099-B; a Supplemental Agreement, dated as of April 4, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 18, 1979 and assigned Recordation No. 8099-C; a Supplemental Agreement, dated as of May 30, 1980, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 26, 1980 and assigned Recordation No. 8099-D; and a Supplemental Agreement, dated as of March 9, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on

March 23, 1982 and assigned Recordation No. 8099-E (the Equipment Trust Agreement, as amended, being hereinafter referred to as the "Agreement"), covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$13,875,000 aggregate principal amount of Missouri Pacific Railroad Equipment Trust Certificates, Series RR; and

WHEREAS, on November 1, 1990 the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment,

including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not become worn out, lost, destroyed or unsuitable for use.

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 5TH day of NOVEMBER, 1990.

CHEMICAL BANK,
As Trustee

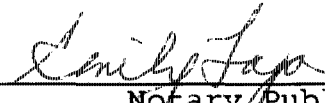
By: R. Lorenzen
R. LORENZEN SENIOR TRUST OFFICER

Attest:

M. Stein
M. STEIN TRUST OFFICER

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 5TH day of NOVEMBER, 1990, before me personally appeared R. LORENZEN, to me personally known, who being by me duly sworn, said that he is a SENIOR TRUST OFFICER of Chemical Bank, the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires December 31, 1991

Schedule A

MISSOURI PACIFIC RAILROAD COMPANY
EQUIPMENT TRUST SERIES NO. RR
DESCRIPTION OF EQUIPMENT AS OF SEPTEMBER 30, 1990

256 100 TON COVERED HOPPER CARS

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MP718000--MP718010,	Inclusive
MP718012--MP718015,	Inclusive
MP718017--MP718020,	Inclusive
MP718022--MP718024,	Inclusive
MP718026--MP718042,	Inclusive
MP718045--MP718063,	Inclusive
MP718065--MP718068,	Inclusive
MP718070--MP718071,	Inclusive
MP718073	
MP718075--MP718076,	Inclusive
MP718078	
MP718080	
MP718084	
MP718086--MP718109,	Inclusive
MP718111--MP718129,	Inclusive
MP718131--MP718132,	Inclusive
MP718134	
MP718136--MP718139,	Inclusive
MP718141	
MP718143--MP718162,	Inclusive
MP718165--MP718168,	Inclusive
MP718170--MP718188,	Inclusive
MP718190--MP718202,	Inclusive
MP718204--MP718205,	Inclusive
MP718207--MP718218,	Inclusive
MP718220--MP718226,	Inclusive
MP718228--MP718247,	Inclusive
MP718251	
MP718253--MP718259,	Inclusive
MP718261--MP718262,	Inclusive
MP718264--MP718265,	Inclusive
MP718268--MP718273,	Inclusive
MP718275--MP718279,	Inclusive
MP718281	
MP718283	
MP718285--MP718291,	Inclusive
MP718294--MP718299,	Inclusive

195 100 TON GONDOLA CARS

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MP640550--MP640697, Inclusive
MP640699--MP640701, Inclusive
MP640703--MP640706, Inclusive
MP640708--MP640709, Inclusive
MP640711--MP640744, Inclusive
MP640746--MP640749, Inclusive

22 100 TON BOX CARS

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MP374650--MP374656, Inclusive
MP374658--MP374667, Inclusive
MP374669--MP374672, Inclusive
MP374674

120 100 TON GONDOLA CARS

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MP650775--MP650826, Inclusive
MP650828--MP650845, Inclusive
MP650847--MP650855, Inclusive
MP650857--MP650860, Inclusive
MP650862--MP650865, Inclusive
MP650867--MP650899, Inclusive

2 100 TON COVERED HOPPER CARS

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MP723376--MP723377, Inclusive

1 100 TON COVERED HOPPER CARS

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MP582467

1 BAY WINDOW CABOOSE

=====

MP13887

1 100 TON AIRSLIDE HOPPER CAR

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MP721984